

HERZOG CONTRACTING CORP.



600 S. RIVERSIDE RD.
P. O. BOX 1089
ST. JOSEPH, MO 64502
PHONE (816) 233-9001
FAX (816) 233-9881

WILLIAM E. HERZOG, PRESIDENT
RECORDATION NO. 20670 FILED

April 28, 1997

MAY 2 '97 1-22 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N. W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two originals of a Memorandum of Lease Agreement dated March 13, 1997, as a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee: Exxon Company USA (A Division of Exxon Corp.)
P. O. Box 4692
Houston, TX 77210-4692

Lessor: Herzog Contracting Corp.
P. O. Box 1089
St. Joseph, MO 64502

The Memorandum of Lease Agreement covers the lease of twenty (20) gondola railcars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$24.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,
HERZOG CONTRACTING CORP.

James A. Frasher
Vice President

Jaf/sa

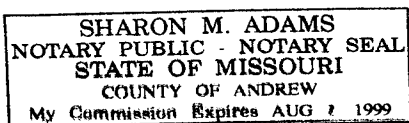
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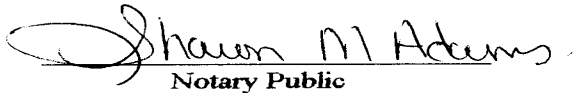
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CERTIFICATE

I hereby certify that I have compared this certified, true copy of the Memorandum of Lease Agreement of Railroad Equipment between Exxon Company, USA (A division of Exxon Corp.) and Herzog Contracting Corp. dated March 13, 1997 to the original of such Lease Agreement and that this copy is a true and correct copy in all respects.




Notary Public

(Seal)

My Commission Expires August 1, 1999

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MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 13 th, 1997 by and between EXXON COMPANY, USA (A DIVISION OF EXXON CORP.), a Texas Corporation, (LESSEE) and HERZOG CONTRACTING CORP., a Missouri Corporation, (LESSOR), with reference to the following:

1. LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 127, dated March 13 th, 1997 between LESSOR and LESSEE.
2. Pursuant to Schedule A., LESSOR has agreed to lease, and LESSEE has agreed to lease twenty (20) J301 gondola railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document, Number 127.
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 127, subject to all terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 127, to be executed as of the date first written.

HERZOG CONTRACTING CORP.

EXXON COMPANY, USA
(A DIVISION OF EXXON CORP.)
LESSOR

LESSEE

BY: James A. Fisher

BY: Stephen M. Cantu 4/23/97

ITS: Vice President

ITS: _____

CRB

Schedule A

1. HZGX 3515
2. HZGX 3563
3. HZGX 3473
4. HZGX 3429
5. HZGX 3952
6. HZGX 3373
7. HZGX 3308
8. HZGX 3524
9. HZGX 3338
10. HZGX 3460
11. HZGX 3999
12. HZGX 3956
13. HZGX 3410
14. HZGX 3532
15. HZGX 3378
16. HZGX 3981
17. HZGX 3455
18. HZGX 3535
19. HZGX 3319
20. HZGX 3487